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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 447  
(MORAINE MAINTENANCE COMPANY, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Moraine Maintenance Company, Inc. ("Moraine") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 447 (Moraine Maintenance Company, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Moraine filed proof of claim number 447 against Delphi on November 8, 2005, which asserts an unsecured non-priority claim in the amount of \$22,109.84 (the "Claim") stemming from invoices for services provided to Energy & Chassis Systems..

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on March 11, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Moraine entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Debtors acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$22,109.84, not

against Delphi as originally asserted in the Claim.

WHEREAS Moraine also acknowledges that it has been advised to consult an attorney before signing this Agreement, but understands that whether or not it does so is exclusively its decision.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the DAS LLC and Moraine stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$22,109.84 and shall be treated as an allowed pre-petition general unsecured non-priority claim against DAS LLC.
2. Moraine shall withdraw its Response to the Third Omnibus Claims Objection

So Ordered in New York, New York, this 27<sup>th</sup> day of March, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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/s/ Wilma S. Jackson

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